

**FINANCIAL INDUSTRY REGULATORY AUTHORITY
LETTER OF ACCEPTANCE, WAIVER AND CONSENT
NO. 20130377844 - 01**

TO: Department of Market Regulation
Financial Industry Regulatory Authority ("FINRA")

RE: Credit Agricole Securities (USA) Inc., Respondent
Broker-Dealer
CRD No. 190

Pursuant to FINRA Rule 9216 of FINRA's Code of Procedure, Credit Agricole Securities (USA) Inc., (the "firm" or "Respondent") submits this Letter of Acceptance, Waiver and Consent ("AWC") for the purpose of proposing a settlement of the alleged rule violations described below. This AWC is submitted on the condition that, if accepted, FINRA will not bring any future actions against Respondent alleging violations based on the same factual findings described herein.

I.

ACCEPTANCE AND CONSENT

- A. Respondent hereby accepts and consents, without admitting or denying the findings, and solely for the purposes of this proceeding and any other proceeding brought by or on behalf of FINRA, or to which FINRA is a party, prior to a hearing and without an adjudication of any issue of law or fact, to the entry of the following findings by FINRA:

BACKGROUND

LYON became a member of FINRA on March 18, 1968, and its registration remains in effect.

RELEVANT DISCIPLINARY HISTORY

On February 15, 2013, the firm entered into an Acceptance, Waiver, and Consent ("AWC"), in which the firm consented to a censure and a fine of \$12,500 for Trade Reporting and Compliance Engine ("TRACE") reporting violations during the first quarter of 2011, in violation of FINRA Rules 6730(a), 6730(c)(8) and 2010, NASD Rule 3110, and Rule 17a-3 of the Securities Exchange Act of 1934 (the "Exchange Act").

On August 14, 2012, the firm entered into an AWC in which the firm consented to a censure and a total fine of \$22,000, which included a fine of \$12,000 for TRACE reporting violations during the second quarter of 2010, in violation of FINRA Rules 6730(a), 6730(c)(8) and 2010, NASD Rule 3110, and Rule 17a-3 of the Exchange Act, and a \$10,000 fine for TRACE reporting violations during the third quarter of 2010, in violation of FINRA Rules 6730 and 6730(c).

STAR No. 20130377844 (incl. merged STAR No. 20140409721) (ST)

SUMMARY

In connection with Matter No. 20130377844, the TRACE Corporate Bonds Team of the Department of Market Regulation (the "staff") reviewed the firm's fixed income trade reporting during the period between April 1, 2013 and June 30, 2013 ("2Q13 Review Period").

In connection with Matter No. 20140409721, the staff reviewed the firm's fixed income trade reporting during the period between January 1, 2014 and March 31, 2014 ("1Q14 Review Period").

FACTS AND VIOLATIVE CONDUCT

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1. During the 2Q13 Review Period, the firm failed to report to TRACE the correct time of execution for 87 S1 transactions in TRACE-eligible Corporate Debt Securities. These inaccurate reports constituted 5.36% of the 1,622 S1 matched inter-dealer reports that the firm had reported to TRACE during the 2Q13 Review Period. The conduct described in this paragraph constitutes separate and distinct violations of FINRA Rule 6730(c)(8).
2. During the 2Q13 Review Period, the firm failed to report to TRACE 88 S1 transactions in TRACE-eligible Corporate Debt Securities within 15 minutes of the time of execution. These transactions represented 5.43% of the 1,622 S1 matched inter-dealer transactions that the firm had reported to TRACE during the reviewed period. The conduct described in this paragraph constitutes separate and distinct violations of FINRA Rule 6730(a), and a pattern or practice of late reporting without exceptional circumstances in violation of FINRA Rule 2010.
3. During the 2Q13 Review Period, the firm failed to report to TRACE the correct time of execution on the memorandum of 84 brokerage orders. The conduct described in this paragraph constitutes separate and distinct violations of Rule 17a-3 of the Exchange Act and FINRA Rule 4511.
4. During the 2Q13 Review Period, the firm failed to maintain a supervisory system reasonably designed to prevent the firm's inaccurate and late reporting to TRACE, and to achieve compliance with the applicable rules. The conduct described in this paragraph constitutes separate and distinct violations of NASD Rule 3010 and FINRA Rule 2010.

20140409721

5. During the 1Q14 Review Period, the firm failed to report to TRACE the correct time of execution for 124 S1 transactions in TRACE-eligible Corporate Debt Securities. These inaccurate reports constituted 8.16% of the 1,519 S1 matched inter-dealer reports that the firm had reported to TRACE during the 1Q14 Review Period. The conduct described in this paragraph constitutes separate and distinct violations of FINRA Rule 6730(c)(8).

6. During the 1Q14 Review Period, the firm failed to report to TRACE 124 S1 transactions in TRACE-eligible Corporate Debt Securities within 15 minutes of the time of execution. These transactions represented 8.16% of the 1,519 S1 matched inter-dealer reports that the firm had reported to TRACE during the 1Q14 Review Period. The conduct described in this paragraph constitutes separate and distinct violations of FINRA Rule 6730(a), and a pattern or practice of late reporting without exceptional circumstances in violation of FINRA Rule 2010.
 7. During the 1Q14 Review Period, the firm failed to report to TRACE the correct time of execution on the memorandum of 124 brokerage orders. The conduct described in this paragraph constitutes separate and distinct violations of Rule 17a-3 of the Exchange Act and FINRA Rule 4511.
 8. During the 1Q14 Review Period, the firm failed to maintain a supervisory system reasonably designed to prevent the firm's inaccurate and late reporting to TRACE, and to achieve compliance with the applicable rules. The conduct described in this paragraph constitutes separate and distinct violations of NASD Rule 3010 and FINRA Rule 2010.
- B. Respondent also consents to the imposition of the following sanctions:

A censure and a fine of \$55,000 (consisting of \$47,500 for the TRACE reporting violations, and \$7,500 for the supervision violations).

Respondent agrees to pay the monetary sanction(s) upon notice that this AWC has been accepted and that such payment(s) are due and payable. It has submitted an Election of Payment form showing the method by which it proposes to pay the fine imposed.

Respondent specifically and voluntarily waives any right to claim that it is unable to pay, now or at any time hereafter, the monetary sanction(s) imposed in this matter.

The sanctions imposed herein shall be effective on a date set by FINRA staff.

II.

WAIVER OF PROCEDURAL RIGHTS

Respondent specifically and voluntarily waives the following rights granted under FINRA's Code of Procedure:

- A. To have a Complaint issued specifying the allegations against the firm;
- B. To be notified of the Complaint and have the opportunity to answer the allegations in writing;
- C. To defend against the allegations in a disciplinary hearing before a hearing panel; to have a written record of the hearing made and to have a written decision issued; and
- D. To appeal any such decision to the National Adjudicatory Council ("NAC") and then to the U.S. Securities and Exchange Commission and a U.S. Court of Appeals.

Further, Respondent specifically and voluntarily waives any right to claim bias or prejudgment of the Chief Legal Officer, the NAC, or any member of the NAC, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including acceptance or rejection of this AWC.

Respondent further specifically and voluntarily waives any right to claim that a person violated the ex parte prohibitions of FINRA Rule 9143 or the separation of functions prohibitions of FINRA Rule 9144, in connection with such person's or body's participation in discussions regarding the terms and conditions of this AWC, or other consideration of this AWC, including its acceptance or rejection.

III.

OTHER MATTERS

Respondent understands that:

- A. Submission of this AWC is voluntary and will not resolve this matter unless and until it has been reviewed and accepted by the NAC, a Review Subcommittee of the NAC, or the Office of Disciplinary Affairs ("ODA"), pursuant to FINRA Rule 9216;
- B. If this AWC is not accepted, its submission will not be used as evidence to prove any of the allegations against Respondent; and
- C. If accepted:
 - 1. this AWC will become part of the firm's permanent disciplinary record and may be considered in any future actions brought by FINRA or any other regulator against the firm;
 - 2. this AWC will be made available through FINRA's public disclosure program in accordance with FINRA Rule 8313;
 - 3. FINRA may make a public announcement concerning this agreement and the subject matter thereof in accordance with FINRA Rule 8313; and
 - 4. Respondent may not take any action or make or permit to be made any public statement, including in regulatory filings or otherwise, denying, directly or indirectly, any finding in this AWC or create the impression that the AWC is without factual basis. Respondent may not take any position in any proceeding brought by or on behalf of FINRA, or to which FINRA is a party, that is inconsistent with any part of this AWC. Nothing in this provision affects the firm's: (i) testimonial obligations; or (ii) right to take legal or factual positions in litigation or other legal proceedings in which FINRA is not a party.
- D. Respondent may attach a Corrective Action Statement to this AWC that is a statement of demonstrable corrective steps taken to prevent future misconduct. The firm understands

that it may not deny the charges or make any statement that is inconsistent with the AWC in this Statement. This Statement does not constitute factual or legal findings by FINRA, nor does it reflect the views of FINRA or its staff.

The undersigned, on behalf of the firm, certifies that a person duly authorized to act on its behalf has read and understands all of the provisions of this AWC and has been given a full opportunity to ask questions about it; that it has agreed to the AWC's provisions voluntarily; and that no offer, threat, inducement, or promise of any kind, other than the terms set forth herein and the prospect of avoiding the issuance of a Complaint, has been made to induce the firm to submit it.

9/29/15
Date

Respondent
Credit Agricole Securities (USA) Inc.

By: [Signature]

Name: Jared Merlin

Title: Chief Compliance Officer

Reviewed by:

[Signature]
Attorney Name

Counsel for Respondent

Firm Name MD&L Counsel - Credit Agricole Corporate & Investment Bank,

Address Credit Agricole Securities (USA) Inc. /

City/State/Zip 13046th Ave., NY, NY

Phone Number 212-261-4155

Accepted by FINRA:

10/21/2015
Date

Signed on behalf of the
Director of ODA, by delegated authority

[Signature]

Eric S. Brown
Chief Counsel, Legal Section
FINRA Department of Market Regulation